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SPROUT RETAIL, INC., Plaintiff, v. USConnect LLC, Defendant.	**UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY** C.A. No. 3:17-cv-00135-PGS-DEA **[PROPOSED] ORDER GRANTING DEFENDANT USCONNECT, LLC'S MOTION TO DISMISS PLAINTIFF SPROUT RETAIL, INC.'S AMENDED SECOND_FILED COMPLAINT**

Upon consideration of Defendant USConnect, LLC's motion to dismiss Plaintiff Sprout Retail, Inc.'s Second-Filed Complaint (the "Motion to Dismiss") for an order dismissing Plaintiff's Complaint; the Court having considered the Motion to Dismiss; the Court finding that (a) USConnect LLC's action filed in North Carolina (the "NC Action") precedes this action in time and concerns substantially identical parties, facts and claims as raised in Plaintiff's complaint, (b) Plaintiff's claims in this action are compulsory counterclaims under Fed. R. Civ. P. 13(a), and (c) the first-filed rule and abstention doctrine require that the NC Action proceed without duplicative litigation in this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion to Dismiss is GRANTED.

2. Plaintiff's Complaint is dismissed WITHOUT PREJUDICE and Plaintiff is directed to refile Plaintiff's, if at all, claims as compulsory counterclaims in the NC Action.

Dated: March ______, 2017

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The Honorable Peter G. Sheridan
United States District Judge